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SOUTHERN DISTRICT OF NEW YORK	
In re:	
PONDEROSA-STATE ENERGY, LLC,	Case No. 19-13011 (<u>JLG</u>
Debtor.	Chapter 11
X	

INTERIM ORDER AUTHORIZING DEBTOR TO OBTAIN POST-PETITION CREDIT

The Court, having considered the *Motion for Authority To Obtain Post-Petition Credit* [Dkt. No. ___] (the "Motion") filed by Ponderosa-State Energy, LLC (the "Debtor"), the Sands Declaration, the Affidavit of Service [ECF ___] of the Motion evidencing sufficient and proper notice thereof, any responses to the Motion, the statements of counsel, and the record in this case, and having held a hearing on the Motion, finds that: (a) it has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) the relief requested in the Motion is in the best interests of the Debtor's estate, its creditors, and other parties-in-interest; (d) proper and adequate notice of the Motion and hearing thereon has been given and no other or further notice is necessary; and (e) good and sufficient cause exists for the granting of the relief requested; it is hereby ORDERED that:

- 1. The Debtor is authorized on an interim basis to incur debt in the principal sum not to exceed \$100,000 on terms of the DIP Loan Agreement attached hereto as Exhibit A (the "DIP Loan Agreement").
- 2. The DIP Lender is hereby granted an administrative expense claim pursuant to § 503(b) and 507(b) of the Bankruptcy Code for amounts owed by the Debtor under the DIP Loan Agreement.

¹ Capitalized terms used but not defined herein have the meanings assigned to such terms in the Motion.

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3. The DIP Lender is hereby granted a lien on property of the Debtor's estate that is

not otherwise subject to a lien and a junior lien on property of the Debtor's estate that is subject

to a lien to secure amounts owed to the DIP Lender under the DIP Loan Agreement.

4. The Debtor is authorized to pay the DIP Lender's out-of-pocket costs incurred in

in connection with the preparation of loan documents, the making of the DIP Loan Agreement

and the enforcement and administration of the DIP Loan Agreement, all subject to the Budget.

The Debtor may pay such costs of the DIP Lender up to the amounts in the Budget without

further review by the Court; provided that copies of any such invoices provided to the Debtor

shall be provided contemporaneously to the U.S. Trustee and counsel to any official committee

(if any). For the avoidance of doubt, the DIP Lender's out-of-pocket costs must be reasonable.

Although the U.S. Trustee fee guidelines do not specifically apply, the DIP Lender's

professionals shall be required to submit time and expense detail with the invoices, and any

further information or back up documentation required to determine the reasonableness of the

request.

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5. The Debtor is authorized to take all actions necessary to effectuate the relief

granted by this order.

6. This Court shall retain jurisdiction with respect to all matters arising from or

related to the implementation of this order.

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UNITED STATES BANKRUPTCY JUDGE

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Exhibit A

DIP Loan Agreement

[Attach]

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